

ECOLAB INC  
Form 4  
February 16, 2006

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
NEWLIN STEPHEN D

(Last) (First) (Middle)

ECOLAB INC., ECOLAB CENTER  
370 N. WABASHA STREET

(Street)

ST. PAUL, MN 55102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ECOLAB INC [ECL]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/14/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)

President - Industrial Sector

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or Price (D)   |  |   |
| Common Stock                    | 02/14/2006                           |  | M                              |   | 31,900 A \$ 25.49   | D  |   |
| Common Stock                    | 02/14/2006                           |  | S                              |   | 2,400 D \$ 34.99  | D  |   |
| Common Stock                    | 02/14/2006                           |  | S                              |   | 2,500 D \$ 34.98  | D  |   |
| Common Stock                    | 02/14/2006                           |  | S                              |   | 2,000 D \$ 34.97  | D  |   |
| Common Stock                    | 02/14/2006                           |  | S                              |   | 600 D \$ 34.54  | D  |   |

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|              |            |   |        |   |          |        |   |
|--------------|------------|---|--------|---|----------|--------|---|
| Common Stock | 02/14/2006 | S | 2,700  | D | \$ 34.53 | 22,700 | D |
| Common Stock | 02/14/2006 | S | 2,300  | D | \$ 34.52 | 20,400 | D |
| Common Stock | 02/14/2006 | S | 100    | D | \$ 34.51 | 20,300 | D |
| Common Stock | 02/14/2006 | S | 1,800  | D | \$ 34.5  | 18,500 | D |
| Common Stock | 02/14/2006 | S | 400    | D | \$ 34.31 | 18,100 | D |
| Common Stock | 02/14/2006 | S | 700    | D | \$ 34.3  | 17,400 | D |
| Common Stock | 02/14/2006 | S | 2,700  | D | \$ 34.28 | 14,700 | D |
| Common Stock | 02/14/2006 | S | 200    | D | \$ 34.27 | 14,500 | D |
| Common Stock | 02/14/2006 | S | 3,500  | D | \$ 34.25 | 11,000 | D |
| Common Stock | 02/14/2006 | S | 7,100  | D | \$ 33.95 | 3,900  | D |
| Common Stock | 02/14/2006 | S | 200    | D | \$ 33.94 | 3,700  | D |
| Common Stock | 02/14/2006 | S | 200    | D | \$ 33.92 | 3,500  | D |
| Common Stock | 02/14/2006 | S | 200    | D | \$ 33.91 | 3,300  | D |
| Common Stock | 02/14/2006 | S | 2,300  | D | \$ 33.9  | 1,000  | D |
| Common Stock | 02/15/2006 | M | 20,000 | A | \$ 25.49 | 21,000 | D |
| Common Stock | 02/15/2006 | S | 10,000 | D | \$ 35.14 | 11,000 | D |
| Common Stock | 02/15/2006 | S | 2,400  | D | \$ 35.08 | 8,600  | D |
| Common Stock | 02/15/2006 | S | 600    | D | \$ 35.07 | 8,000  | D |
| Common Stock | 02/15/2006 | S | 800    | D | \$ 35.06 | 7,200  | D |
| Common Stock | 02/15/2006 | S | 6,200  | D | \$ 35.05 | 1,000  | D |
|              | 02/16/2006 | M | 10,000 | A |          | 10,100 | D |

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|              |            |  |   |        |          |          |                        |   |                        |
|--------------|------------|--|---|--------|----------|----------|------------------------|---|------------------------|
| Common Stock |            |  |   |        | \$ 25.49 |          |                        |   |                        |
| Common Stock | 02/16/2006 |  | S | 10,000 | D        | \$ 35.47 | 1,000                  | D |                        |
| Common Stock |            |  |   |        |          |          | 220.097 <sup>(1)</sup> | I | By Ecolab Savings Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Employee Stock Option (Right to Buy)       | \$ 25.49   | 02/14/2006                           |  | M                              | 31,900  | 08/14/2004 <sup>(2)</sup>                                | 08/14/2013  | Common Stock               | 31,900                     |
| Employee Stock Option (Right to Buy)       | \$ 25.49   | 02/15/2006                           |  | M                              | 20,000  | 08/14/2004 <sup>(2)</sup>                                | 08/14/2013  | Common Stock               | 20,000                     |
| Employee Stock Option (Right to Buy)       | \$ 25.49   | 02/16/2006                           |  | M                              | 10,000  | 08/14/2004 <sup>(2)</sup>                                | 08/14/2013  | Common Stock               | 10,000                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| NEWLIN STEPHEN D<br>ECOLAB INC.<br>ECOLAB CENTER 370 N. WABASHA STREET<br>ST. PAUL, MN 55102 |               |           | President - Industrial Sector |       |

## Signatures

|  |            |
|--|------------|
| /s/ David F. Duvick, Attorney-in-Fact for Stephen D.<br>Newlin | 02/16/2006 |
| **Signature of Reporting Person                                | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Number of UNITS in the Ecolab Stock Fund of the Ecolab Savings Plan (401(k) Plan) as of December 31, 2005. (The 220.097 UNITS were equivalent to approximately 412 shares of the issuer's Common Stock as of such date.)
- Option granted under the Ecolab Inc. 2002 Stock Incentive Plan on August 14, 2003. The option will be exercisable, on a cumulative basis, as to one-third of the option shares (excluding any fractional portion less than one share), on each of the first and second
- (2) anniversaries of the date of grant and as to the remaining shares on the third anniversary of the date of grant; provided, however, that if a Change in Control (as that term is defined in the Ecolab Inc. 2002 Stock Incentive Plan) will occur, then the option, if it has been outstanding for at least six months from the date of grant, will become immediately exercisable in full.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.